Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation: CPS Foundation Inc

A Employer identification number: 26-2219593

Number and street (or P O box number if mail is not delivered to street address): 9905 W 144th Street

Room/suite:

B Telephone number (see page 10 of the instructions): (913)681-8265

City or town, state, and ZIP code: Overland Park, KS 66221

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,881,364

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	70,602	70,602		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	45,827			
b	Gross sales price for all assets on line 6a 104,570				
7	Capital gain net income (from Part IV, line 2)		45,827		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STM106	(1,610)	(1,610)		
12	**Total.** Add lines 1 through 11	114,819	114,819		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	45,000			
14	Other employee salaries and wages				
15	Pension plans, employee benefits	9,248			
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STM108	1,538			
c	Other professional fees (attach schedule) STM109	7,523	7,523		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STM110	1,526	341		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STM103	11,062	174		
24	**Total operating and administrative expenses.** Add lines 13 through 23	75,897	8,038		0
25	Contributions, gifts, grants paid	136,300			136,300
26	**Total expenses and disbursements.** Add lines 24 and 25	212,197	8,038		136,300
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	(97,378)			
b	**Net investment income** (if negative, enter -0-)		106,781		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	373,775	266,052	266,052
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	36,575	35,390	35,390
10a Investments - U S. and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STM137	2,533,886	2,547,959	2,485,838
c Investments - corporate bonds (attach schedule) STM138	48,773	48,773	60,120
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STM118	19,426	15,514	31,818
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ STM120)	774	2,146	2,146
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,013,209	2,915,834	2,881,364
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	3,013,209	2,915,834	
30 **Total net assets or fund balances** (see page 17 of the instructions)	3,013,209	2,915,834	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,013,209	2,915,834	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,013,209
2 Enter amount from Part I, line 27a	2	(97,378)
3 Other increases not included in line 2 (itemize) ▶ STM115	3	3
4 Add lines 1, 2, and 3	4	2,915,834
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,915,834

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (yr , mo , day)	(d) Date sold (yr , mo , day)
1a	See STM-134			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	104,570		58,743	45,827
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				45,827
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	45,827
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	(170)

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	148,645	2,847,476	0.052202
2008	38,758	1,748,455	0.022167
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	0.074369
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.02479
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,791,897
5 Multiply line 4 by line 3	5	69,211
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,068
7 Add lines 5 and 6	7	70,279
8 Enter qualifying distributions from Part XII, line 4	8	136,300

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,068
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,068
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,068
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 34,815		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	34,815
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	33,747
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 33,747 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ KS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Penny Boles Telephone no. ▶ 913-681-8265

Located at ▶ 9905 W 144th Street Overland Park, KS ZIP+4 ▶ 66221

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**-Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Penny Boles 9905 W 144th Street, KS 66221	President 10	STMA01 15,000	9,248	0
Clay Terry 9905 W 144th Street, KS 66221	Treasurer 10	STMA02 15,000	0	0
Claire Terry 9905 W 144th Street, KS 66221	Administrator 10	STMA03 15,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Grant-giving. See Part XV.	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See page 24 of the instructions	
3 STM142	0
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	2,466,246
b	Average of monthly cash balances	1b	332,777
c	Fair market value of all other assets (see page 25 of the instructions)	1c	35,390
d	**Total** (add lines 1a, b, and c)	1d	2,834,413
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,834,413
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	42,516
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,791,897
6	**Minimum investment return.** Enter 5% of line 5	6	139,595

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	139,595
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,068		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,068
3	Distributable amount before adjustments Subtract line 2c from line 1			3	138,527
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	138,527
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	138,527

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	136,300
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	136,300
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,068
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	135,232

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				138,527
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			39,983	
b	Total for prior years: ____ , ____ , ____				
3	Excess distributions carryover, if any, to 2010:				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 136,300				
a	Applied to 2009, but not more than line 2a			39,983	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				96,317
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				42,210
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009				
e	Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

990APP

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Heartland Habitat for Humanity 1401 Fairfax Tfwy Ste 323D Kansas City KS 66115	none	501(c)(3)	To build homes for the less fortunate	20,000
Johnson Cnty Christmas Bureau PO Box 14786 Shawnee Mission KS 66285-4786	none	501(c)(3)	To assist Johnson County KS low-income families	19,500
United Methodist Church 13720 Roe Avenue Overland Park KS 66224	none	501(c)(3)	Ministry programs for special needs individuals	16,300
Truman Library Institute 500 W US Hwy 24 Independence MO 64050	none	501(c)(3)	Education grant for the teaching of history	20,000
Wayside Waifs 3901 Martha Truman Rd Kansas City MO 64137	none	501(c)(3)	To treat and find homes for puppy mill puppies	10,000
CASA of JO and WY Counties 6901 Shawnee Mission Pkwy 112 Overland Park KS 66202	none	501(c)(3)	Technology for volunteer court child advocates	5,500
Special Olympics of Kansas 5280 Foxridge Dr Mission KS 66202	none	501(c)(3)	Health screenings for special olym-pics participants	10,000
Blue Valley Educational Fdn 15020 Metcalf Overland Park KS 66223	none	501(c)(3)	Ctr for Advanced Profess. Studies scholarsip fund	25,000
Total . . . . . . ▶ 3a				
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Arts and Rec Fdn Overland Park 8500 Santa Fe Dr Overland Park KS 66212	none	501(c)(3)	To build addition to Deanna Rose Farmstead	10,000
Total . . . . . . ▶ 3a				136,300
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	523000		14	70,602	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property	523000		18	45,827	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a From K1	523000		14	(1,610)	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				114,819	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 114,819

(See worksheet in line 13 instructions on page 29 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Penny A. Boles | 5-16-11 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Keith Singleton CPA	Keith Singleton	05-12-2011		

Firm's name ▶ Lint Singleton & Heintz CPAs PC — Firm's EIN ▶

Firm's address ▶ 4500 College Blvd Ste 230 Leawood KS 66211 — Phone no 913-491-1040

Name(s) as shown on return: CPS Foundation Inc

FEIN: 26-2219593

Form 990PF, Part III, Line 3 — Statement #115

Other Increases Schedule

Rounding	3
Total	3

PG 01

Form 990PF, Part II, Line 13 — Statement #118

Investments: Other Schedule

Category	Book value (BOY)	Book value (EOY)	FMV (EOY)
Energy Transfer Partners LP	19,426	15,514	31,818
Total	19,426	15,514	31,818

PG 01

Form 990PF, Part II, Line 15 — Statement #120

Other Assets Schedule

Description	BOY Book	EOY Book	FMV
Deposits in transit		2,146	2,146
Federal Excise Tax Refund Receivabl	774		
Total	774	2,146	2,146

PG 01

Form 990PF, Part II, Line 10(b) — Statement #137

Investments: Corporate Stock Schedule

Category	BOY	Book Value	EOY FMV
Merrill Lynch Corp Stk See Att	1,065,986	1,067,205	1,186,799
Merrill Lymch Mut Fnds See Att	407,950	420,804	415,221
AmeriBank shares	1,059,950	1,059,950	883,818
Totals	2,533,886	2,547,959	2,485,838

Name(s) as shown on return: CPS Foundation Inc

FEIN: 26-2219593

Form 990PF, Part II, Line 10(c)
Investments: Corporate Bond Schedule

Statement #138

Category	BOY	Book Value	EOY FMV
Merrill Lynch See Att	48,773	48,773	60,120
Totals	48,773	48,773	60,120

PG 01

Form 990PF, Part IX-B, Line 3
All Other Program-Related Investments

Statement #142

Description	Amount
NONE	0

PG01

Form 990PF, Part VIII
Compensation Explanation

Name
Penny Boles

Explanation
Officer received $1250 per month compensation (total $15,000) and $9,248 health insurance benefits for the year.

Name(s) as shown on return: CPS Foundation Inc

FEIN: 26-2219593

Form 990PF, Part VIII
Compensation Explanation

Name
Clay Terry

Explanation
Officer received $1,250 per month compensation.

PG01

Form 990PF, Part VIII
Compensation Explanation

Name
Claire Terry

Explanation
Officer received $1,250 per month compensation.

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return: CPS Foundation Inc

Your Social Security Number: 26-2219593

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
From K1	174	174	0	0
Outside services	825	0	0	0
Marketing	450	0	0	0
Website	9,025	0	0	0
Office expense	588	0	0	0
Totals	11,062	174	0	0

PG 01

Form 990PF, Part I, Line 11 - Other Income Schedule

Statement #106

Description	Revenue and expenses	Net investment	Adjusted net income
Loss From Energy Partners K1	(1,610)	(1,610)	0
Totals	(1,610)	(1,610)	0

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return: CPS Foundation Inc

Your Social Security Number: 26-2219593

Form 990PF, Part I, Line 16(b) - Accounting Fees Schedule

Statement #108

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Accounting fees	1,538	0	0	0
Totals	1,538	0	0	0

PG 01

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Statement #109

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Merrill Lynch investment fees	7,523	7,523	0	0
Totals	7,523	7,523	0	0

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return: CPS Foundation Inc

Your Social Security Number: 26-2219593

Form 990PF, Part I, Line 18 - Taxes Schedule

Statement #110

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
2008 Excise Tax on net investm	1,185	0	0	0
Foreign taxes pd on investment	341	341	0	0
Totals	1,526	341	0	0

PG 01

Form 990-PF, Part IV, Capital Gains And Losses Information (Overflow)

Statement #134

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or other basis	Gain or Loss	Gains Minus Excess or Losses
Frontier Communications	P	2009-11-25	2010-08-18	184		199	(15)	(15)
Frontier Communciations	P	2009-11-25	2010-08-18	1,966		2,121	(155)	(155)
Caterpillar Inc Del	P	2009-06-19	2010-10-01	31,349		13,400	17,949	17,949
Caterpillar Inc Del	P	2009-06-19	2010-10-01	3,919		1,675	2,244	2,244
Cnooc Ltd Adr	P	2009-06-19	2010-11-19	28,431		15,459	12,972	12,972
Nike Inc Cl B	P	2008-07-28	2010-11-19	8,604		5,753	2,851	2,851
Nike Inc Cl B	P	2008-07-28	2010-11-19	30,117		20,136	9,981	9,981
Total				104,570		58,743	45,827	45,827

Federal Supporting Statements

2010 PG '01

Name(s) as shown on return: CPS Foundation Inc

Your Social Security Number: 26-2219593

Form 990PF, Part I, Line 4 - Subsidiary Schedule

Subsidiary Statement

Description	Revenue and expenses	Net investment	Adjusted net income
Energy Transfer Partners LP K1	18	18	0
Ameribancshares Inc	21,199	21,199	0
Merrill Lynch Divs & Interest	49,170	49,170	0
M Lynch Other Investmnt Income	215	215	0
Totals	70,602	70,602	0

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return: CPS Foundation Inc

Your Social Security Number: 26-2219593

Form 990PF, Part XV, Line 2
Application Submission Information

990APP

Grant Program

Applicant Name
Penny Boles

Address
9905 W 144th St Overland Park KS 66221

Telephone
913-681-8265

Form & Content
All grant applications must contain the following: (1) letter of application (2) description of organization, including brief history, brief biographies of the principals of the organization, and a brief description of previous charitable activities (3) organization tax status (4) purpose of grant, with explicit indication of how and when funds are to be spent and how the expenditure of these funds will advance charitable purposes (5) four references, with addresses and telephone numbers

Submission Deadline
None

Restrictions on Award
All grants are subject to use soley for charitable, scientific or educational purposes as allowed by the charter of the foundation, and are subject to the approval of the Board. All grantees must account for the funds expended and results obtained.

Form **990-W** (WORKSHEET)

Department of the Treasury
Internal Revenue Service

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2011

1	Unrelated business taxable income expected in the tax year	1	
2	**Tax on the amount on line 1.** See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Balance Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 **Note.** If less than $500, the organization is not required to make estimated tax payments Private foundations, see instructions — 10a: 1,068		
b	Enter the tax shown on the 2010 return (see instructions) **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c — 10b: 1,068		
c	**2011 Estimated Tax.** Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	1,068

			(a)	(b)	(c)	(d)
11	**Installment due dates** (see instructions)	11	05-16-2011	06-15-2011	09-15-2011	12-15-2011
12	**Required installments.** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	267	267	267	267
13	**2010 Overpayment** (see instructions)	13				
14	**Payment due.** (Subtract line 13 from line 12)	14	267	267	267	267

Merrill Lynch

CPS FOUNDATION INC

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		20.58	20.58			
56,695	ML BANK DEPOSIT PROGRAM	12/08/09	56,695.00	56,695.00			283.48
148,440	PREFERRED DEPOSIT	05/27/10	148,440.00	148,440.00			742 20
	Total Cash and Money Funds		**205,155.58**	**205,155.58**			**1,025.68**
	Corporate Bonds						
2,795	BANK OF AMERICA CORP NEW MONEY SER D 06.204% PERPETUAL	10/15/08	48,772.75	60,120 45	11,347.70		4,336.00
	Total Corporate Bonds		**48,772.75**	**60,120.45**	**11,347.70**	**0.00**	**4,336.00**

CPS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
900	ALTRIA GROUP INC	06/19/09	14,812 29	22,158.00	7,345.71	1,368.00
1,955	ALTRIA GROUP INC	11/25/09	37,516.45	48,132.10	10,615.65	2,972.00
875	ALTRIA GROUP INC	08/18/10	20,026 74	21,542.50	1,515 76	1,330.00
500	AMERICAN TOWER CORP CL A	11/25/09	20,650 00	25,820.00	5,170 00	
400	AMERICAN TOWER CORP CL A	11/25/09	16,519.24	20,656.00	4,136 76	
800	AT& T INC	07/28/08	24,551.60	23,504.00	(1,047.60)	1,376.00
740	AT& T INC	08/18/10	19,984.07	21,741.20	1,757.13	1,273 00
100	BP PLC SPON ADR	09/11/08	5,291.00	4,417.00	(874.00)	
200	BP PLC SPON ADR	09/11/08	10,584.00	8,834.00	(1,750.00)	
100	BP PLC SPON ADR	09/11/08	5,294 00	4,417.00	(877.00)	
100	BP PLC SPON ADR	09/11/08	5,293.90	4,417.00	(876.90)	
400	BEST BUY CO INC	07/28/08	15,451.20	13,716.00	(1,735.20)	240.00
450	CSX CORP	06/19/09	15,358.28	29,074.50	13,716.22	469 00
700	CVS CAREMARK CORP	09/11/08	26,201.00	24,339.00	(1,862 00)	245.00
500	CHINA MOBILE LTD SPN ADR	06/19/09	24,509.55	24,810.00	300.45	832 00
1,400	CISCO SYSTEMS INC COM	10/15/08	24,836.00	28,322.00	3,486.00	
500	COCA COLA COM	07/28/08	25,639.75	32,885.00	7,245 25	880.00

PLEASE SEE REVERSE SIDE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
500	COCA COLA COM	09/11/08	27,179.95	32,885.00	5,705.05	880.00
300	DU PONT E I DE NEMOURS	09/11/08	13,548.00	14,964.00	1,416.00	492.00
200	DU PONT E I DE NEMOURS	09/11/08	9,034.00	9,976.00	942.00	328.00
1,000	EBAY INC COM	09/11/08	23,289.90	27,830.00	4,540.10	
283	EXXON MOBIL CORP COM	09/11/08	19,357.07	20,692.96	1,335.89	499.00
71	EXXON MOBIL CORP COM	09/11/08	4,857.35	5,191.52	334.17	125 00
300	ENERGY CONVERSION DEVICE	10/15/08	12,276 00	1,380.00	(10,896.00)	
65	ENERGY CONVERSION DEVICE	10/15/08	2,659.27	299.00	(2,360.27)	
415	GENL DYNAMICS CORP COM	10/15/08	24,838.33	29,448.40	4,610.07	698.00
1,100	GREAT PLAINS ENERGY INC	09/11/08	25,245.00	21,329.00	(3,916.00)	914.00
50	GOOGLE INC CL A	07/28/08	23,868.50	29,698.50	5,830.00	
400	HALLIBURTON COMPANY	09/11/08	14,192.00	16,332.00	2,140.00	144.00
200	HALLIBURTON COMPANY	09/11/08	7,095.98	8,166.00	1,070.02	72 00
100	HALLIBURTON COMPANY	06/19/09	2,117.00	4,083.00	1,966.00	36.00
600	HALLIBURTON COMPANY	06/19/09	12,701.52	24,498.00	11,796.48	216.00
500	HONEYWELL INTL INC DEL	09/11/08	23,633.05	26,580.00	2,946.95	605.00

Merrill Lynch

EMA Fiscal Statement

CPS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
250	INTL BUSINESS MACHINES CORP IBM	09/11/08	29,462.98	36,690.00	7,227.02	650.00
300	KIMBERLY CLARK	06/19/09	15,197.19	18,912.00	3,714.81	792.00
500	MARATHON OIL CORP	06/19/09	15,174.75	18,515.00	3,340.25	500.00
492	MERCK AND CO INC SHS	11/25/09	17,982.60	17,731.68	(250.92)	748 00
533	MERCK AND CO INC SHS	11/25/09	19,480.88	19,209.32	(271.56)	811.00
600	NATIONAL-OILWELL VARCO INC	09/11/08	33,059.40	40,350.00	7,290.60	265.00
1,530	NOKIA CORP SPON ADR	10/15/08	25,061.40	15,789.60	(9,271.80)	538.00
400	NORFOLK SOUTHERN CORP	06/19/09	15,227.80	25,128.00	9,900.20	577.00
1,200	ORACLE CORP $0.01 DEL	09/11/08	22,932 00	37,560 00	14,628.00	241.00
400	PROGRESS ENERGY INC	07/28/08	16,268.00	17,392.00	1,124.00	992.00
100	PROGRESS ENERGY INC	07/28/08	4,065.50	4,348.00	282.50	248.00
100	PROGRESS ENERGY INC	07/28/08	4,065 92	4,348.00	282 08	248 00
1,016	PFIZER INC	10/15/08	17,292.32	17,790.16	497.84	813.00
454	PFIZER INC	10/15/08	7,726.85	7,949.54	222.69	364 00
748	PFIZER INC	10/19/09	13,101.22	13,097.48	(3.74)	599 00
300	PROCTER & GAMBLE CO	06/19/09	15,093.00	19,299 00	4,206.00	579.00

PLEASE SEE REVERSE SIDE

Merrill Lynch

EMA Fiscal Statement

CPS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
700	TEVA PHARMACTCL INDS ADR	11/25/09	37,232.02	36,491 00	(741.02)	467.00
300	TARGET CORP COM	07/28/08	13,194 00	18,039.00	4,845 00	301 00
50	TARGET CORP COM	07/28/08	2,199.50	3,006.50	807.00	50.00
200	TARGET CORP COM	08/18/10	10,009.10	12,026.00	2,016.90	200.00
100	TARGET CORP COM	08/18/10	5,004.75	6,013 00	1,008.25	100.00
100	TARGET CORP COM	08/18/10	5,004.95	6,013 00	1,008.05	100.00
100	TRANSOCEAN LTD	07/28/08	13,456.00	6,951.00	(6,505 00)	
100	TRANSOCEAN LTD	07/28/08	13,456.95	6,951.00	(6,505.95)	
200	TRANSOCEAN LTD	09/11/08	23,744 00	13,902 00	(9,842.00)	
300	TOYOTA MOTOR CORP ADR	07/28/08	26,538.00	23,589.00	(2,949.00)	286.00
100	VERIZON COMMUNICATNS COM	11/25/09	3,008.13	3,578.00	569.87	195 00
1,070	VERIZON COMMUNICATNS COM	11/25/09	32,186.50	38,284.60	6,098.10	2,087.00
300	ENERGY TRANSFER PTNRS LP	09/11/08	12,025.50	15,546.00	3,520.50	1,073.00
300	ENERGY TRANSFER PTNRS LP	09/11/08	12,029.97	15,546.00	3,516.03	1,073.00
300	WAL-MART STORES INC	06/19/09	14,456.85	16,179.00	1,722.15	363 00
200	WASTE MANAGEMENT INC NEW	06/19/09	5,622.00	7,374.00	1,752.00	252.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
300	WASTE MANAGEMENT INC NEW	06/19/09	8,432.94	11,061.00	2,628.06	378.00
	Total Equities		1,067,204.96	1,186,798.56	119,593.60	31,884.00
	Mutual Funds/Closed End Funds/UIT					
1,100	GLOBAL WIND ENERGY PORTFOLIO	09/11/08	20,358.36	10,855.90	(9,502.46)	19.00
2,367	EATON VANCE WORLDWIDE HEALTH SCI FUND CL I	07/28/08	23,925.23	22,178.79	(1,746.44)	
	.5070 Fractional Share	12/30/10	4.69	4.75	0.06	
4,799	BLACKROCK INFLATION PROTECTED BD FD INST CL	11/25/09	52,725.23	52,261.11	(464.12)	955.00
	.4390 Fractional Share	12/23/10	4.76	4.78	0.02	1.00
3,544	EATON VANCE DIVIDEND BUILDER FUND CL I	07/28/08	43,019.93	35,581.76	(7,438.17)	1,358.00
	.3010 Fractional Share	12/30/10	3.01	3.02	0.01	1.00
780	CALAMOS GROWTH AND INCOME FD CL I	07/28/08	21,195.96	23,946.00	2,750.04	605.00
1	CALAMOS GROWTH AND INCOME FD CL I	01/12/10		30.70		1.00
	.4090 Fractional Share	12/16/10	12.42	12.56	0.14	1.00
841	CALAMOS GROWTH FUND CL I	07/28/08	44,968.79	48,895.74	3,926.95	
	.7870 Fractional Share	06/18/10	38.18	45.76	7.58	
9,805	PIMCO REAL RETURN FUND CL P	06/19/09	104,479.64	111,384.80	6,905.16	2,343.00
	.6720 Fractional Share	11/30/10	7.81	7.63	(0.18)	1.00

PLEASE SEE REVERSE SIDE

Merrill Lynch

CPS FOUNDATION INC

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
1,677	AMERICAN CAPITAL WORLD GROWTH AND INCOME CL F2	07/28/08	63,307.67	59,885.67	(3,422.00)	1,483.00
	.9170 Fractional Share	12/20/10	31.45	32.75	1.30	1.00
3,389	LOOMIS SAYLES STRATEGIC INC FD CL Y	07/28/08	46,720.26	50,089.42	3,369.16	2,918.00
	0190 Fractional Share	12/21/10	0.28	0.28		1.00
	Total Mutual Funds/Closed End Funds/UIT		420,803.67	415,221.42	(5,612.95)	9,688.00